



Documents of the 72nd Meeting of the Bureau of the IUCN Council
Held remotely on 8 November 2017

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<i>Note: the discussion of item 2 - Process for the appointment of the IUCN Treasurer – was continued and concluded with a decision during the 73rd meeting of the Bureau on 18 November 2018.</i>		
B. DOCUMENTS SUBMITTED TO THE 72nd BUREAU MEETING		
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¹ Document for Agenda Item 3 of the draft agenda which was referred to the 73rd meeting of the Bureau (18 November 2017) for discussion and decision.

A. SUMMARY MINUTES OF THE 72nd BUREAU MEETING (with Annex A and 1)



INTERNATIONAL UNION FOR CONSERVATION OF NATURE

72nd Meeting of the Bureau of the IUCN Council
held remotely on 8 November 2017 from 12:30 to 13:30 GMT/UTC

Summary Minutes

Present: see Annex A attached hereafter

Agenda Item 1. President's opening remarks and approval of the agenda [Bureau document B/72/1]

Welcoming the members of the Bureau and the Director General, the IUCN President invited the Bureau members to approve the draft agenda of the meeting with one modification: he proposed to concentrate during this remote meeting only on the process for the appointment of the Treasurer and move Agenda Item 3 - Recommendations from the Ethics Committee of the IUCN Council to the 73rd meeting of the Bureau to be held in Gland on 18 November. Bureau members agreed.

A member of the Bureau shared two comments on the Ethics Committee's proposal of a Conflict of Interest Disclosure Form: 1) in addition to business transactions, the Form should also, and explicitly, refer to consultancy activities, and 2) the Form does not provide the time period for which interests have to be disclosed: the Form will only state what is to be disclosed at the time of submitting the Form. The President invited Bureau members to share any comments with the Chair of the Ethics Committee and the Secretary to Council in advance of the 73rd Bureau meeting.

BUREAU DECISION B/72/1

The Bureau of the IUCN Council,
adopts the agenda of its 72nd Meeting. (Annex 1)

Agenda Item 2. Process for the appointment of the IUCN Treasurer

Summarizing the process that had led to the appointment of the Acting Treasurer, the IUCN President had consulted the Vice-Presidents and the members of the Bureau who unanimously supported the President's decision to appoint Rick Bates as Acting Treasurer for the interim period until Council fills the vacancy for IUCN Treasurer. This appointment was required as the Director General had correctly raised the urgency of having a Treasurer in place and a transparent and credible selection process would take some time. The President had subsequently sought the Council's endorsement by email of 23 October 2017. By 1 November 2017, 27 of 36 Council members had responded, all in favour of Rick Bates' appointment. As it was time to conclude this process, the President considered Council's response as an endorsement and requested the Secretary to Council to publish the decision which would read as follows [*the President read the decision*]:

The IUCN Council,
Following the resignation of Mr. Patrick de Heney, IUCN Treasurer, effective 11 September 2017,
Endorses the IUCN President's appointment of Mr. Rick Bates as Acting Treasurer until the IUCN Council fills the vacancy for the remainder of the term.

At the President's request whether the Bureau members supported his proposed way of proceeding, the Bureau members responded affirmatively. All Bureau members and the Director General welcomed the appointment of Rick Bates who said to look forward to taking up these interim responsibilities, establishing confidence in IUCN.

Briefing the Bureau about his consultations on the process for the appointment of the IUCN Treasurer, the IUCN President had so far found a broad consensus on the following principles or guidelines for the process:

- a. The candidate is not only the Treasurer but also a member of Council, and must therefore first of all be committed to the statutory role of the Council;
- b. S/he must have a good finance/accounting background and treasure management, be well versed in the finance / accounting / investment and fundraising of large international organizations, have experience in a large membership organization at regional / national level, specifically in areas of policy and strategy;
- c. Willing to familiarize her/himself with Swiss law and provide oversight, taking into account the Secretariat's role to provide advice on the technical aspects of Swiss law and policies;
- d. Council selects the Treasurer from candidates identified following a global search; all Councillors undertake to engage in this; the Secretariat and other components provide technical services; we are not necessarily seeking a Swiss national / resident.

The President added that the Legal Adviser and Secretary to Council had written to him that as far as they knew, there was no procedure or standard practice for filling a vacancy for Treasurer and that the processes for filling vacancies for Regional Councillor or Commission Chair could not apply because of the specific scope of the Treasurer's functions as laid out in the

Statutes and Regulations and the Terms of Reference for the Treasurer approved by Council.¹

During the discussion, the following points were raised:

- A number of Bureau members emphasized the importance of identifying someone who is very knowledgeable about Swiss legislation and accounting practices, either someone from Switzerland or someone who is at least as familiar with it as was the previous Treasurer; while not necessary, residence in Switzerland is preferable;
- Take into consideration the need to establish confidence with the Framework donors who are mostly from Europe, and the importance of being familiar with the people and process involved in the EU pillar assessment 2018 which is an opportunity for IUCN;
- Learn from the resignation of the previous Treasurer so as to minimize the chances of this happening again and communicate externally in a positive way in order to establish confidence with funders and others who scrutinize our actions;
- Put the proposed process in writing and continue the discussion at the 73rd meeting on 18 November;
- If feasible, ensure that the external audit will include a review of the books as of the date of the departure of the previous Treasurer in order to be fully transparent to IUCN's donors.
- Establish the selection team so that they may prepare the discussion of this topic at the 73rd Bureau meeting.
- While not expressing views on individual candidates, the Director General (DG) looks forward to the appointment of a highly qualified individual who is knowledgeable about Swiss banking regulations and law given that IUCN is a Swiss registered association. She did not consider residence and nationality the most significant aspect although the proximity of the last four Treasurers who all came from within the European space, facilitated dialogue and engagement. The DG's primary concern is to establish confidence with the donors who have been informed of the appointment of the Acting Treasurer and are looking forward to the recruitment of the permanent Treasurer, with speed. While appreciating that this is a governance matter on which the Secretariat will not intervene, the DG offered the Secretariat's assistance to reach out to encourage qualified individuals to come forward in a manner similar to the role the DG carries for the nomination process prior to Congress. The DG suggested that it would be useful to look for retired bankers and financiers or similar, who can commit the time that this position demands. The DG expressed concern that a global search would take a long time whereas the current situation requires urgency.
- In response to a question of the time commitment of the Treasurer position, the DG explained that, on average, the Treasurer must take the time to attend two Council meetings a year, plus 2 or more Bureau meetings (in person and remotely), review the monthly accounts and the proposed budget, and meet with the external auditors pre and post audit. She added that a full time banking professional would be unlikely to have all this time available which is why she suggested searching for a retired individual.
- The Bureau members also discussed the importance of careful handling of the communications aspect of the need and process to appoint a new Treasurer. There was agreement that it is important to ensure that members, donors and other stakeholders were assured of IUCN's stability, including through the appointment of an interim Treasurer and the process underway to find a new one.

Concluding the meeting, the IUCN President deferred further discussion of this issue to the 73rd Bureau meeting on 18 November 2017 in Gland. He appreciated the time which Bureau members devoted to this issue. The President requested the Secretary to Council to circulate the minutes of today's meeting which could serve as a written basis for the continued discussion on 18 November. He encouraged Vice-President Amin Malik Aslam Khan, Acting Treasurer Rick Bates and Ayman Rabi, Chair of the Finance and Audit Committee to prepare the discussion at the 73rd Bureau meeting.

¹ "Process for filling a vacancy for the Treasurer" prepared by Sandrine Friedli Cela, Legal Adviser and Luc De Wever, Secretary to Council, 12 September 2017.

**List of attendees at the
72nd Meeting of the Bureau of the IUCN Council, 8 November 2017**

PRESIDENT

- Mr ZHANG Xinsheng, China

VICE-PRESIDENTS

- Mr Malik Amin Aslam Khan, Pakistan
- Mr Ali Kaka, Kenya

ACTING TREASURER

- Mr Rick Bates, Canada

COMMISSION CHAIR

- Mr Antonio Herman Benjamin, Chair of the World Commission on Environmental Law (WCEL)

REGIONAL COUNCILLORS

- Mr Peter Michael Cochrane, Australia
- Mr Rustam Sagitov, Russian Federation (partly)

CHAIRS OF THE STANDING COMMITTEES OF THE IUCN COUNCIL

- Mr Jan Olov Westerberg, Sweden, Chair of the Programme and Policy Committee (PPC)
- Mr Ayman Rabi, Palestine, Finance and Audit Committee (FAC)

DIRECTOR GENERAL

- Ms Inger Andersen

APOLOGIES

Ms Jennifer Mohamed-Katerere, South Africa and Zimbabwe, Chair of the Governance and Constituency Committee (GCC) who gave a proxy to Mr Ayman Rabi

OTHERS

Ms Sandrine Friedli Cela, IUCN Legal Adviser
Mr Nick Bertrand, Chief of Staff, Director General's Office
Ms Louise Imbsen, Governance Assistant
Mr Luc De Wever, Senior Governance Manager, Secretary to Council



72nd Meeting of the Bureau of the IUCN Council

Remote meeting on 8 November 2017 from 11:30 am to 13:00 UTC/GMT

Agenda

Agenda Items
Item 1: President's opening remarks and approval of the agenda
Item 2: Process for the appointment of the IUCN Treasurer

B. DOCUMENTS SUBMITTED TO THE 72nd BUREAU MEETING¹

¹ Note that the documents submitted to the Bureau for consideration may differ from any of these documents subsequently approved by the Bureau, modified as the case may be during the Bureau meeting, and attached to the decisions and the summary minutes of the Bureau meeting.



72nd Meeting of the Bureau of the IUCN Council

Remote meeting on 8 November 2017 from 11:30 am to 13:00 UTC/GMT

Zhang Xinsheng	19:30
Rick Bates	07:30 am
Malik Amin Aslam Khan	16:30
Ali Kaka	14:30
Antonio Benjamin	09:30 am Brasilia or 17:00 Delhi
Jan Olov Westerberg	12:30 pm
Ayman Rabi	13:30
Jennifer Mohamed-Katerere	13:30
Peter Cochrane	22:30
Rustam Sagitov	14:30
Inger Andersen	12:30 pm

Draft Agenda

Time	Agenda Items
11:30-11:35	Item 1: President's opening remarks and approval of the agenda
11:35-12:30	Item 2: Process for the appointment of the IUCN Treasurer
12:30-12:45	<p>Item 3: Recommendations from the Ethics Committee of the IUCN Council</p> <p><i>As announced during the 69th Bureau Meeting (May 2017), the Ethics Committee, based on its authority as per the Code of Conduct for IUCN Councillors, has approved a Conflict of Interest Disclosure Form which Council members will be required to sign / submit on an annual basis. The Disclosure form requires an amendment to the Code of Conduct itself to be approved by the Council. The Bureau will be invited to express its support for the amendments. Finally, as requested by the Bureau during its 71st Meeting (August 2017), the Ethics Committee suggests to recognize the disclosure process in the Performance Commitment for IUCN Councillors proposed by the GCC.</i></p> <p><i>See document B/72/3.</i></p>



72nd Meeting of the Bureau of the IUCN Council

Agenda Item 3

Recommendations from the Ethics Committee of the IUCN Council

Origin: Chair of the Ethics Committee

REQUIRED ACTION:

The Bureau is invited to express its support for the amendments to the Code of Conduct for IUCN Councillors which are consequential to the Conflict of Interest Disclosure Form approved by the Ethics Committee and will be submitted to the Council for adoption.

1. As announced in the report of the Ethics Committee to the 69th Bureau Meeting (May 2017), the Ethics Committee, based on its authority as per the Code of Conduct for IUCN Councillors, has approved a Conflict of Interest Disclosure Form which Council members will be required to sign / submit on an annual basis.
2. The Disclosure Form requires two amendments to the Code of Conduct itself which the Ethics Committee will propose to the Council for adoption.
3. The Bureau will be invited to express its support for these amendments.
4. Following a request of the Bureau (71st Meeting, August 2017), the Ethics Committee suggests to recognize the disclosure process in the Performance Commitment for IUCN Councillors proposed by the GCC.
5. Enclosed herewith is the message which John Robinson addressed to the President on behalf of the Ethics Committee on 31 October 2017, introducing the Disclosure Form as well as the draft amendments to the Code of Conduct and to the Performance Commitment which are all attached to John Robinson's note.

From: [John Robinson](#)
To: [ZHANG Xinsheng](#)
Cc: [AMIN ASLAM Malik](#); [KAKA Ali](#); [TIRAA Anna](#); [DE WEVER Luc](#)
Subject: Conflict of Interest disclosure - for Bureau consideration
Date: 31 October 2017 21:14:26
Attachments: [Annex 2 to the Code of Conduct for IUCN Councillors - Conflict of interest disclosure form 23 Oct 2017.pdf](#)

Dear Mr. President,

On behalf of the Ethics Committee, I would like to table the following documents for discussion at the upcoming Bureau meeting. These documents propose amendments to (1) the Code of Conduct for IUCN Councillors, including a draft Conflict of Interest disclosure form attached as an annex and (2) the Performance Commitment for IUCN Councillors, to take into account the Conflict of Interest disclosure form. The Ethics Committee requests that the Bureau notes the proposed amendments and forward, hopefully with support, the proposed amendments to the full Council for discussion and consideration of the proposed amendments. Vice Presidents Amin Khan and Ali Kaka are members of Bureau and can introduce the proposed amendments, but let me provide some additional talking points.

Conflict of Interest Disclosure Form

The Conflict of Interest Disclosure Form seeks to follow best practice in corporate and not-for-profit boards.

- If adopted, the amendments would request Councillors to provide "self disclosures", which would require Councillors to make a decision if there are any circumstances associated with their service on the IUCN Council that might be a perceived or real conflict of interest. In other words, the details of disclosure would be made by the Councillor. Council Members, through this form, would inform the Ethics Committee of any conflicts and withdraw from participation in any decision-making concerned with the matter.
- The form requests Councillors to (1) identify any business transactions, and (b) identify any role which might impair one's ability to act in the best interests of IUCN. What this process tends to do therefore is (a) encourage Councillors to think about whether they have a conflict of interest, and (b) protect them (and IUCN) in the event of a complaint.
- All Councillors would fill out the form once a year, probably at a designated Council meeting, and return the form to the Chair of the Ethics Committee. Regular submission of this disclosure form is standard good practice and would keep disclosures up to date. The disclosure forms would not be available to anyone outside the Ethics Committee, but would be archived by the Secretary of the Council.
- The role of Ethics Committee is to help advise Council Members of how to treat conflicts of interest through the disclosure submission process (it is not to 'police' any real or perceived conflict of interest). This would also be an opportunity for Council Members to seek the advice of the Ethics Committee on whether or not to recuse themselves from any decision-making. In the event that there is an external complaint about a perceived conflict of interest, then the Ethics Committee would refer to the the disclosure form to inform their deliberations before reporting back to the Council with its recommendations.
- The form itself would be an Annex to the Councillor Code of Conduct.

Performance Commitment for IUCN Councillors

The disclosure process would be recognized in the Performance commitment, and there is a suggested amendment to the Performance Commitment to recognize this..

Code of Conduct for IUCN Councillors

There are two amendments to the Code of Conduct that recognizes this disclosure process.

I attach the proposed annex to the Code of Conduct, and amendments to the Code of Conduct and to the Performance Commitment. I am available to answer any questions.

John

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Conflict of interest disclosure form

Introduction

The Code of Conduct for IUCN Councillors (hereafter “Code of Conduct”) requires each Council member to *“compile and submit an annual disclosure form to the Chairperson of the Ethics Committee. The information to be provided in such a disclosure form shall be requested in a standard format determined by the Ethics Committee.”*

The Code of Conduct further specifies that *“Failure by any Council member to disclose potentially relevant interests in the disclosure form will be considered by the Ethics Committee, which if necessary, shall report back to Council with its recommendations.”*

All Council members are kindly requested to return the present form electronically or by hard copy addressed to the Chair of the Ethics Committee of the IUCN Council c/o Secretary to Council (**email address**) by (**deadline**) or before the end of the Council meeting during which the form has been distributed. Hard copies should be sent under a sealed envelope marked “Interest Declaration Form” by postal mail to (**address**).

The disclosure forms will not be distributed outside the Ethics Committee whose members will use the information only for the purpose of carrying out their mandate under the Code of Conduct.

If you have any questions, please contact the Chair of the Ethics Committee (**name, email address and telephone number**).

Conflict of interest according to the Code of Conduct for Councillors

In the Code of Conduct, “Conflict of Interest” means *“a situation in which a Council member holds or assumes a role or engages in a relationship with a third party, in a context other than that member’s role in and responsibilities to IUCN, which impairs or reduces, or appears to impair or reduce, that member’s capacity to act in the best interest of IUCN.”*

The Code of Conduct further specifies that: *“Council members should arrange their private and other professional affairs in a manner that will prevent actual, perceived or potential conflict of interest. Whenever a Council member is in a conflict of interest situation as defined herein, that Council member is under an affirmative duty of disclosure to the Ethics Committee. [...] If any such conflict arises, Council members must promptly inform the Council Ethics Committee (and if appropriate the Chair of the meeting where the conflict arises) and withdraw from participation in decision-making connected with the matter. If the conflict is apparent or potential rather than actual, Council members should seek the advice of the Ethics Committee of Council about whether they should recuse themselves from the situation that is creating the appearance of or potential for conflict.”*

Definitions

The Code of Conduct defines:

“Close relatives” as family members including spouse, domestic partner, ancestors, siblings (whether of whole or half-blood), children, grandchildren, and great grandchildren; and the spouses of siblings, children, grandchildren, and great grandchildren.

“Other related parties” as:

- Any partnership, limited liability company or professional corporation in which a Council member or her/his close relative(s) is a partner, member or shareholder, respectively, with direct or indirect ownership interest in excess of 5%;
- Any entity (governmental, non-governmental, or corporate) in which a Council member serves as an officer, director / board member, trustee, or key employee;
- Any entity in which a Council member and/or her/his close relative(s) own more than 35% of the combined voting power, profits interest, other ownership or beneficial interest, whether directly or indirectly, individually or collectively.

“Business transaction”: Business transactions include, but are not limited to, contracts of sale, leases, licenses, loans, and arrangements for the performance of services.

Disclosures

Please provide the information requested below for the calendar year ending (**date**).

If there is nothing to disclose, please write “N/A”. Attach additional pages if necessary to provide a complete response.

Return the present form electronically or by hard copy addressed to the Chair of the Ethics Committee of the IUCN Council [*c/o Secretary to Council?*] (**email address**) by (**deadline**). Hard copies should be sent under a sealed envelope marked “Interest Declaration Form” by postal mail to (**address**).

A. Identify any business transaction in which you or a close relative or other related party of yours engaged with IUCN or any of IUCN’s components¹:

B. Identify any other role you hold or assume, or any other relationship with a third party, in a context other than your role in and responsibilities to IUCN, which impairs or reduces, or appears to impair or reduce, your capacity to act in the best interest of IUCN:

I hereby affirm that, to the best of my knowledge, this annual disclosure statement is correct and complete. I also hereby acknowledge my obligation to notify the Ethics Committee of the IUCN Council promptly if at any time any of the facts stated above change.

Name:

Date:

Signature:

¹ “Components” in the sense of Article 15 of the IUCN Statutes comprise: the World Conservation Congress, the Council, the National and Regional Committees and Regional Fora of Members, the Commissions and the Secretariat (including its regional, country and out-posted offices).

Amendments to the Code of Conduct for IUCN Councillors

1. In PART I – Definitions, add the following clauses:

“Close relatives” means family members including spouse, domestic partner, ancestors, siblings (whether of whole or half-blood), children, grandchildren, and great grandchildren; and the spouses of siblings, children, grandchildren, and great grandchildren.

“Other related parties” means:

- Any partnership, limited liability company or professional corporation in which a Council member or her/his close relative(s) is a partner, member or shareholder, respectively, with direct or indirect ownership interest in excess of 5%;
- Any entity in which a Council member serves as an officer, director, trustee, or key employee;
- Any entity in which a Council member and/or her/his close relative(s) own more than 35% of the combined voting power, profits interest, other ownership or beneficial interest, whether directly or indirectly, individually or collectively.

“Business transaction” means transactions including, but not limited to, contracts of sale, leases, licenses, loans, and arrangements for the performance of services

2. In PART IV – Conduct, section a. Disclosure of Interests:

- Amend the following paragraph as follows:

Each Council member shall compile and submit an annual disclosure form to the Chairperson of the Ethics Committee. The information to be provided in such a disclosure form shall be requested in a standard format determined by the Ethics Committee. The Conflict of interest disclosure form approved by the Ethics Committee of Council is hereafter attached as Annex 2 and constitutes an integral part of the present Code of Conduct. Disclosure forms and relevant data contained therein will be compiled by the Ethics Committee or any other person to whom the Committee delegates this responsibility. Failure by any Council member to disclose potentially relevant interests in the disclosure form will be considered by the Ethics Committee, which if necessary, shall report back to Council with its recommendations.

3. In PART IV – Conduct, section b. Conflicts of Interest:

- Amend the following paragraph as follows:

Council members have a duty to avoid any conflict of interest situation involving them, individually or directly, as well as their close relatives or other related parties. If any such conflict arises, Council members must promptly inform the Council Ethics Committee (and if appropriate the Chair of the meeting where the conflict arises) and withdraw from participation in decision-making connected with the matter. If the conflict is apparent or potential rather than actual, Council members should seek the advice of the Ethics Committee of Council about whether they should recuse themselves from the situation that is creating the appearance of or potential for conflict.

Performance Commitment for IUCN Councillors

(To be read by each candidate accepting a nomination to become a member of the IUCN Council. All elected and appointed Councillors are invited to sign this commitment at the time of their nomination or appointment.)

Background

The IUCN Council is taking steps to improve the effectiveness and efficiency of its governance system. Effective members of Council are a critical part of the IUCN governance system. One of the steps being taken to ensure an effective Council is to strengthen the nomination process for Councillors to ensure that criteria and expectations of what it means to be an IUCN Councillor are clear when nominations are accepted, and that Councillors make a commitment to fulfil these criteria.

The following Commitment sets out a minimum level for your participation and input to the work of the IUCN Council. Your commitment as a member of the IUCN Council is to be seen in the broader context of the overall role of the IUCN Council as set out in Articles 37–65 of the IUCN Statutes.

Performance Commitment

As a duly elected member of the IUCN Council, I agree to do my best to fulfil my duties as an individual Council member. These are to:

1. **Participate fully in the work of the Council**, by
 - a) taking part in official Council meetings as notified by the Secretariat at least one month in advance. This may include physical attendance or video- and tele-conferencing;
 - b) providing meaningful responses to official Council communications requesting comments and inputs to such Council matters as minutes, committee proposals and decisions on any matters on the Council agenda; and
 - c) participating in subcommittees and Task Forces of the Council, whether as assigned by the President or on a voluntary basis.

If, for any reason, I am not able to attend duly notified Council meetings for a prolonged period of time (three consecutive Council meetings) or to participate by some other means (telephone, email) to the satisfaction of the Bureau of Council, I agree to step down from my position as Council member and to allow the Council to replace me, as provided under the Statutes (Article 64).

2. **Serve on the Council of IUCN on a voluntary basis**, receiving no financial payment for my work as a Council member, other than reasonable reimbursement of expenses incurred in carrying out my Council duties, as set out in the Statutes (Article 63).
3. **Abide by accepted codes of conduct** and duties, specifically the Code of Conduct for IUCN Councillors which forms an integral part of this Agreement. I will review and avoid any potential conflict of interest and each year submit the conflict of interest disclosure form to the Ethics Committee of Council.

4. **Comply with all applicable laws and regulations of IUCN** relating to Council members.
5. **Respect the confidentiality of all information** declared by the Council to be confidential and received by me in any medium, including verbal, electronic or written.
6. **Remain accountable to the constituency of IUCN** – the membership.
7. **Acknowledge that**, if I am not able to fulfil these obligations as a Council member to the satisfaction of the Council, **Council has the right to suspend and expel me** subject to Article 64 and Article 65 of the Statutes, and to find a suitable replacement for me on the Council of IUCN.

Signature of IUCN Council member

Date